1311376

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

05045	418

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response16.00

SEC	USE ONLY	_
Prefix	Serial	
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OTH ORNER	MIED OFFERMING EMENT	11011	
Name of Offering (check if this is an amendment and na	me has changed, and indicate change.)		ME CO S.E.C.
ssuance of Participating Shares	3 p 1 cos 53 p 1 cos 53 c 4/0	- IT OF	1
iling Under (Check box(es) that apply): Rule 504 [ype of Filing: New Filing Amendment	Rule 505 Rule 506 Section 4(6)	ULOE	FEB 2 2 2005
A.	BASIC IDENTIFICATION DATA		
. Enter the information requested about the issuer		Į.	108
Name of Issuer (check if this is an amendment and name	has changed, and indicate change.)		
Mellon Offshore AlphaAccess Fund, Ltd.		1 1	
Address of Executive Offices	Number and Street, City, State, Zip Code)	Telephone Numb	er (including Area Code)
Walker House, P.O. Box 908GT, Mary Street, George Town, C	rand Cayman, Cayman Islands		<u> </u>
Address of Principal Business Operations	(Number and Street, City. State, Zip Code)	Telephone Numi	er (Including Area Code)
f different from Executive Offices) Block 5, Harcourt Centre, Harcourt Road, Dublin	2 Ireland.		
Brief Description of Business		4.7	
Investment Fund		ering authorized	PROCESS
ype of Business Organization			MAR 04 20
	ship, already formed other (p	lease specify):	MAR UT ZE
GENERAL INSTRUCTIONS	ada; FN for other foreign jurisdiction)	ZN	
Who Must File: All issuers making an offering of securities in re 17d(6).	liance on an exemption under Regulation D or	Section 4(6), 17 CFR	230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days a and Exchange Commission (SEC) on the earlier of the date it is which it is due, on the date it was mailed by United States reg	s received by the SEC at the address given be		
Where To File: U.S. Securities and Exchange Commission.	450 Fifth Street, N.W. Washington, D.C 20	549.	
Copies Required: Five (5) copies of this notice must be filed vehotocopies of the manually signed copy or bear typed or prin		signed. Any copies	not manually signed must be
Information Required: A new filing must contain all information thereto, the information requested in Part C, and any material cont be filed with the SEC.			
Filing Fee: There is no federal filing fee.			
State: This notice shall be used to indicate reliance on the Uniform ULOE and that have adopted this form. Issuers relying on are to be, or have been made. If a state requires the payme accompany this form. This notice shall be filed in the appuths notice and must be completed.	ULOE must file a separate notice with the nt of a fee as a precondition to the claim for	Securities Administr or the exemption, a 1	ator in each state where sales ee in the proper amount shall
	ATTENTION		
Failure to file notice in the appropriate states w appropriate federal notice will not result in a lost filling of a federal notice.		•	1

				BASIC	IDENTI	FICATION	ON DATA					
2. Enter the information re	queste	d for the foll	owing	<u>-</u>								
• Each promoter of the	issuc	r, if the issue	r has	been organized	within t	he past f	ive years,					
 Each beneficial owner 	havin	g the power t	o vote	or dispose, or d	irect the	vote or di	sposition of	, 10%	or more of	a class	of equity securities	s of the issuer.
• Each executive office	r and o	director of co	огрога	ite issuers and o	f corpora	ite genen	al and mana	ging p	artners of	partner	ship issuers; and	
 Each general and ma 	nagin	g partner of	partne	ership issuers.								
Check Box(es) that Apply:	×	Promoter		Beneficial Own	ет 🔲	Execut	ive Officer '	* 🔀	Director		General and/or Managing Partne	
Full Name (Last name first, if	indivi	dual)										
Mellon Capital Manage						<u> </u>	<u> </u>	<u> </u>	e it estile	ورا الشيور		or realist effect
Business or Residence Address 595 Market Street, Suit		recupio de de la Nova		r dörənət in traditio	ibulati Nita		977 - 103 95 9 103 - 103 203 - 103 - 103					
Check Box(es) that Apply:		Promoter	X	Beneficial Own	er 🔚	Execut	ive Officer	* [2]	Director		General and/or Managing Partne	er
Full Name (Last name first, if	indivi	dual)		w								
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Business or Residence Addr			treet,	City, State, Zip	Code)		 		-			
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Check Box(es) that Apply:		Promoter		Beneficial Own	ner [Execu	tive Officer	* 🔳	Director		General and/or Managing Partn	er.
Full Name (Last name first, i	f indiv	idual)										
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Full Name (Last name first,	f indiv	ridual)										
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Business or Residence Add			98.81 ** . *			J.,				(*). ** 1 (*). ** 1		
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2 of 10

^{*}Member of Management Committee of the General Partner, Fortress Principal Investment Holdings II, LLC.

				BASIC IDE	ENTIE	ICATION DATA				
 Enter the information re Each promoter of the Each beneficial owner 	issue	r, if the issu	er has	been organized wi		-	, 10%	or more of	a class	of equity securities of the issuer.
 Each executive office Each general and ma 					rpora	te general and mana	ging p	eartners of	partnen	ship issuers; and
Check Box(es) that Apply:		Promoter		Beneficial Owner	7	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)		gar .						
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Full Name (Last name first, if	ess (N	umber and		City, State, Zip Coc	ie)					
Check Box(es) that Apply:		Promoter	B	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	indiv	idual)				righted (1997) by a state of the	141214	- 57		
Business or Residence Addr	ess (N	umber and	Street,	City, State, Zip Coo	ie)					
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Check Box(es) that Apply:		Promoter		Beneficial Owner	III	Executive Officer	123	Director	9960 2100 7	General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)								
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Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i		•		6. mag. 1. 6. Mag. 1.		Nation (DEC 19 No.				
Business or Residence Add	ress (N			pagital ki i gerilija i		onal conies of this sk	eet a	necessary)		

I. Has the issuer sold, or does the issuer intend to sell, to non-accredited investor Answer also in Appendix, Column 2. if fil 2. What is the minimum investment that will be accepted from any individual?	Yes No
Answer also in Appendix, Column 2. if fil 2. What is the minimum investment that will be accepted from any individual?	
Answer also in Appendix, Column 2. if fil 2. What is the minimum investment that will be accepted from any individual?	rs in this offering?
2. What is the minimum investment that will be accepted from any individual?	- <u> </u>
*Subject to decrease by the General Partner, Fortress Principal Investment Hold	
3. Does the offering permit joint ownership of a single unit?	
4. Enter the information requested for each person who has been or will be paid commission or similar remuneration for solicitation of purchasers in connection w If a person to be listed is an associated person or agent of a broker or dealer regist or states, list the name of the broker or dealer. It more than five (5) persons to be a broker or dealer. you may set forth the information for that broker or dealer.	vith sales of securities in the offering. tered with the SEC and/or with a state listed are associated persons of such
Full Name (Last name first, if individual)	,6
Mellon Bank, N.A.	
Business or Residence Address (Number and Street. City, State. Zip Code)	
One Mellon Bank Center, Room 1935, Pittsburgh, Pennsylvania 15258	
Name of Associated Broker or Dealer	
Exempt	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE]] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD	
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC	[PA] [ND] [OH] [OK] [OR]
[RI] [SC] [SD] [TN] [TX] [UT] [VA	.] [WA] [WV] [WI] [WY] [PR]
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Name of Associated Broker or Dealer	
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA]	[WA] [WV] [WI] [WY] [PR]
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OFFERING FRICE, NUMBER OF INVESTORS, EAFENSES AND USE OF FRO	CEEDS"	, <u> </u>
sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and		
		Amount Already Sold
Debt		\$ 0
		* O
-		·
		\$ 0
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if answer is *'none" or "zero."		Aggregate
	Investors	Dollar Amount of Purchases
Accredited Investors.	<u> </u>	\$ 9,000,000.00
Non-accredited Investors	0	\$ <u>0</u>
Total (for filings under Rule 504 only)	<u> </u>	\$ <u>.0</u>
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1.		
•••	Type of Security	Dollar Amount Sold
Rule 505 <u>N/A</u>	<u> </u>	\$ <u>0</u>
Regulation A		\$ <u>0</u>
Rule 504 N/A	<u> </u>	<u>\$ 0</u>
Total	<u>. </u>	\$ <u>0</u>
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	🛮	S0
	_	so
		s 27,000.00
		\$0.00
Engineering Fees	<u> </u>	\$0.00
		\$0
Other Expenses (identify)		\$0
	_	s 27,000.00
	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Of Debt	sold. Enter **O* If the answer is **none** or **zero.** If the transaction is an exchange offering, check this bot of an indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Offering Price Offering O

^{*} Please note that all investments in Fortress (GAGCQ) Investors L.P. were made in Euros. Therefore, all dollar amounts listed herein with regard to investment information are derived using the currency exchange rate for September 27, 2004, the date on which shares in Fortress (GAGACQ) Investors L.P. were purchased.

b. Enter the difference between the aggregate offering price given in response to Part C—Question 1 and total expenses furnished in response to Part C—Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C—Question 4.b above. Payments to Officers. Directors, & Affiliates Salaries and fees Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Signatyre D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its state information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Mellon Offishore AlphaAccess Fund, Ltd. Mellon Capital Management Corporation as Director	OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF F	ROCEEDS	
5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C—Question 4.b above. Payments to Officers. Directors, & Affiliates Officers. Directors, & Affiliates Purchase of real estate	and total expenses furnished in response to Part CQuestion 4.a. This difference is the "adjusted gross	S	«8.973.000.00
Payments to Officers. Directors, & Affiliates Salaries and fees	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and		<u> </u>
Officers. Directors, & Payments to Affiliates Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Salaries and fees Payments to the salaries involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Salaries involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Salaries involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Salaries involved in this offering that may be used in exchange to another issuer is salaries. Salaries and facilities Salaries involved in this offering that may be used in exchange to another issuer is salaries. Salaries in this offering that may be used in exchange to another issuer is salaries. Salaries in this offering that may be used in exchange to another issuer is salaries. Salaries in this offering that may be used in exchange to another issuer is salaries. Salaries in this offering that may be used in this offering that the salaries in this offering that may be used in this offering that may be use	check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b above.	·	
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Purchase of real estate			•
Purchase of real estate	Salaries and fees		1107 .45 1107 .45
Purchase, rental or leasing and installation of machinery and equipment \$\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		 — Fig. 15 April 19 April 1	3
Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): S Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its statched information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Mellon Offshore AlphaAccess Fund, Ltd. Tiple of Signer (Print or Type) Tiple of Signer (Print or Type)	Purchase, rental or leasing and installation of machinery		1 17.1
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): S S S S S S S S S S S S S			
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Repayment of indebtedness Working capital Other (specify): S S S S S S S S S S S S S	offering that may be used in exchange for the assets or securities of another		
Other (specify): S			
Other (specify): S	Repayment of indebtedness	Shirid Harris	S 023 000
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its state information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Mellon Offshore Alpha Access Fund, Ltd. Name of Signer (Print or Type) Title of Signer (Print or Type)	Working capital 中国的中国的中国的中国的中国的中国的中国的中国的中国的中国的中国的中国的中国的中	S S S	2 5 9,9 /3,000.0
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Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its state information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Mellon Offshore AlphaAccess Fund, Ltd. Name of Signer (Print or Type) Title of Signer (Print or Type)			and the second of the second
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its state information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Mellon Offshore AlphaAccess Fund, Ltd. Name of Signer (Print or Type) Title of Signer (Print or Type)	Column Totals	S	\$ 8,973,000.0
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signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its statch information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Mellon Offshore Alpha Access Fund, Ltd. Name of Signer (Print or Type) Title of Signer (Print or Type)	D. FEDERAL SIGNATURE		
Mellon Offshore Alpha Access Fund, Ltd. Name of Signer (Print or Type) Title of Signer (Print or Type) February 22, 2005 Title of Signer (Print or Type)	signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commi	ission, upon written	
Name of Signer (Print or Type) Title of Signer (Print or Type)	Issuer (Print or Type) Signature	Date	
	Mellon Offshore Alpha Access Fund, Ltd. Ballly	February 22, 20	05
Mellon Capital Management Corporation as Director	Name of Signer (Print or Type) Type of Signer (Print or Type)		
EVP & Chief Administrative Officer	Mellon Capital Management Corporation a	s Director	

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)

E. STATE SIGNATURE		
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No X
See Annendix Column 5 for state response		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (I 7 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Mellon Offshore Alpha Access Fund, Ltd.	Signature	Date February 22, 2005
Name (Print or Type)	Title (Print or Type)	
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	Mellon Capital Management Corporation a	s Director

Instruction .

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AP	PENDIX				
1	Intend to non-ac investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disquali under Sta (if yes, i explana waiver i (Part E-I	te ULOE attach ation of granted)			
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APPENDIX									
I	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				J Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Itern 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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